

***GREENBRIER***  
**MANAGEMENT SERVICES**

Greenbrier Management Services, LLC

One Centerpointe Drive Suite 400  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 968 4383

RECORDATION NO. 29924 FILED

OCT 05 '11 -1 10 PM

SURFACE TRANSPORTATION BOARD

October 3, 2011

VIA FEDERAL EXPRESS

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of July 7, 2011 for Schedule No. 1 dated as of July 7, 2011. a primary document as defined in the Rules for the Recordation of Documents. 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: WL Ross-Greenbrier Rail I LLC  
c/o Greenbrier Management Services, LLC  
One Centerpointe Drive, Suite 400  
Lake Oswego, Oregon 97035

Lessee: FirstEnergy Generation Corp.  
395 Ghent Road  
Akron, OH 44333

A description of the railroad equipment covered by the enclosed document is:

One hundred twenty-four (124) 4,480 cubic foot capacity aluminum Coalporter railcars marked and numbered within the series BNBX 40122 to BNBX 40592, and numbered as more particularly set forth in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief  
Surface Transportation Board  
October 3, 2011  
Page 2

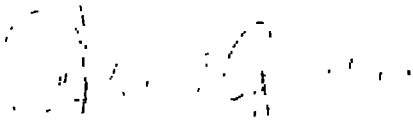
A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement dated as of July 7, 2011 for Schedule  
No. 1.

If you have any questions, please do not hesitate to call.

Sincerely,

GREENBRIER MANAGEMENT SERVICES, LLC,  
As Manager for WL Ross-Greenbrier Rail I LLC

A handwritten signature in dark ink, appearing to read "Sheri Clarke Grether".

Sheri Clarke Grether  
Paralegal

SCG:ms  
Enclosures

cc: Edward M. Luria, Esq.

OCT 05 '11 -1 10 PM

## MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SOUTHERN TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 7th day of July, 2011, to that certain Master Full Service Railcar Lease and Schedule No. 1 thereto as of the same date, is between WL ROSS-GREENBRIER RAIL I LLC, a Delaware limited liability company (the "Lessor") and FIRSTENERGY GENERATION CORP., an Ohio corporation (the "Lessee") and together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Master Full Service Railcar Lease dated as of July 7, 2011 and that certain Schedule No. 1 thereto as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the lease by Lessee of one hundred twenty-four (124) 4,480 cubic foot capacity aluminum outside stake BethGon Coalporter railcars marked and numbered as indicated in Exhibit A attached hereto (the "Cars"); and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written;

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

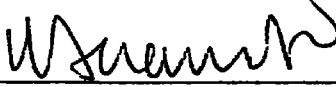
This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.*


WL ROSS-GREENBRIER RAIL I LLC

By: 

Title: Vice President

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.*

FIRSTENERGY GENERATION CORP.

By: 

Title: Director, Fuel Transportation  
Procurement

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## EXHIBIT A

### Railcar List

Mark	Number	Mark	Number	Mark	Number	Mark	Number
BNBX	40122	BNBX	40257	BNBX	40372	BNBX	40483
BNBX	40126	BNBX	40260	BNBX	40378	BNBX	40484
BNBX	40127	BNBX	40262	BNBX	40380	BNBX	40490
BNBX	40146	BNBX	40263	BNBX	40381	BNBX	40493
BNBX	40147	BNBX	40264	BNBX	40386	BNBX	40502
BNBX	40148	BNBX	40266	BNBX	40388	BNBX	40509
BNBX	40149	BNBX	40268	BNBX	40392	BNBX	40510
BNBX	40150	BNBX	40273	BNBX	40393	BNBX	40515
BNBX	40153	BNBX	40276	BNBX	40396	BNBX	40519
BNBX	40157	BNBX	40282	BNBX	40397	BNBX	40525
BNBX	40164	BNBX	40283	BNBX	40400	BNBX	40528
BNBX	40165	BNBX	40284	BNBX	40405	BNBX	40533
BNBX	40167	BNBX	40286	BNBX	40406	BNBX	40534
BNBX	40182	BNBX	40299	BNBX	40407	BNBX	40541
BNBX	40187	BNBX	40307	BNBX	40415	BNBX	40543
BNBX	40188	BNBX	40317	BNBX	40418	BNBX	40545
BNBX	40191	BNBX	40318	BNBX	40419	BNBX	40546
BNBX	40193	BNBX	40320	BNBX	40421	BNBX	40548
BNBX	40196	BNBX	40321	BNBX	40428	BNBX	40549
BNBX	40201	BNBX	40324	BNBX	40429	BNBX	40550
BNBX	40205	BNBX	40331	BNBX	40440	BNBX	40559
BNBX	40219	BNBX	40339	BNBX	40445	BNBX	40564
BNBX	40223	BNBX	40348	BNBX	40446	BNBX	40565
BNBX	40228	BNBX	40352	BNBX	40447	BNBX	40576
BNBX	40229	BNBX	40355	BNBX	40454	BNBX	40580
BNBX	40239	BNBX	40356	BNBX	40459	BNBX	40584
BNBX	40243	BNBX	40357	BNBX	40460	BNBX	40588
BNBX	40245	BNBX	40361	BNBX	40464	BNBX	40589
BNBX	40246	BNBX	40366	BNBX	40466	BNBX	40590
BNBX	40248	BNBX	40368	BNBX	40471	BNBX	40591
BNBX	40256	BNBX	40369	BNBX	40472	BNBX	40592

Total Cars: 124